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Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E.
9 Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M.
Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially
10 Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet
M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-
11 Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William
R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George
12 C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N.
Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-
13 Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe

14 UNITED STATES DISTRICT COURT

15 NORTHERN DISTRICT OF CALIFORNIA

16 DORIS STAEBER, Derivatively On Behalf of
THE CLOROX COMPANY,

17 Plaintiff,

18 v.

19 FRANK A. TATASEO, LAWRENCE S.
20 PEIROS, GEORGE C. ROETH, STEVEN S.
SILBERBLATT, KEITH R. TANDOWSKY,
21 GREGORY S. FRANK, WAYNE L. DELKER,
DANIEL J. HEINRICH, LAURA STEIN,
22 WARWICK EVERY-BURNS, LARY R. SCOTT,
GARY G. MICHAEL, DANIEL BOGGAN, JR.,
23 TULLY M. FRIEDMAN, ROBERT W.
MATSCHULLAT, JAN L. MURLEY,
24 MICHAEL E. SHANNON, CAROLYN M.
TICKNOR, PAMELA THOMAS GRAHAM,
25 GEORGE J. HARAD, G. CRAIG SULLIVAN,
GERALD E. JOHNSTON, WILLIAM F.
26 AUSFAHL, JOHN W. COLLINS, ANTHONY
W. BIEBL, JANET M. BRADY, KAREN M.
ROSE, RICHARD T. CONTI,
27 [Caption continued on following page],

28

DERIVATIVE ACTION

Case No. C-06-7370-MJJ

**STIPULATION AND
~~PROPOSED~~ ORDER (1)
EXTENDING TIME FOR
PLAINTIFF TO OPPOSE THE
CLOROX COMPANY'S MOTION
TO DISMISS AND (2)
RESCHEDULING THE CASE
MANAGEMENT CONFERENCE**

Judge: Honorable Martin J. Jenkins
Dept: Courtroom 11, 19th Floor

1 GLENN R. SAVAGE, DAVID G. MATZ,
2 SCOTT A. WEISS, SCOTT D. HOUSE,
3 DANIEL G. SIMPSON, PETER D. BEWLEY,
4 EDWARD A. CUTTER, PAMELA FLETCHER,
5 C. A. WOLFE, EDWARD L. SCARFF, DEAN O.
6 MORTON, CHRISTOPH HENKEL, URSULA
FAIRCHILD, FORREST N. SHUMWAY,
JAMES A. VOHS, JUERGEN MANCHOT,
JOCHEN KRAUTTER, KLAUS MORWIND,
ELAINE L. CHAO, WILLIAM R. JOHNSON,
and DOES 1-25, inclusive,

7 Defendants,

8 -and-

9 THE CLOROX COMPANY, a Delaware
Corporation,

10 Nominal Defendant.

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STIPULATION AND [PROPOSED] ORDER EXTENDING PLAINTIFF'S TIME TO OPPOSE MTD & RESCHEDULING CMC
CASE NO. C 06 7370 MIL

1 **STIPULATION**

2 Pursuant to Northern District of California Civil Local Rules 6-1, 6-2, 7-12, 16-2(e), and
 3 paragraph 7 of the Court's Standing Order, Plaintiff Doris Staehr, Nominal Defendant The Clorox
 4 Company ("Clorox"), and the other defendants who have been served to date, which include,
 5 Nominal Defendant The Clorox Company; Defendants Daniel Boggan, Jr., Richard T. Conti,
 6 Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O.
 7 Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M.
 8 Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W.
 9 Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-
 10 Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson,
 11 David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage,
 12 Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein,
 13 Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe
 14 ("Individual Defendants"), hereby stipulate as follows:

15 1. On November 3, 2006, Plaintiff filed her Amended Shareholder Derivative
 16 Amended Complaint (the "Amended Complaint"), which was removed to this Court on
 17 December 1, 2006. Eth Declaration. ¶ 2.¹

18 2. In her Amended Complaint, Plaintiff asserts derivative claims on behalf of Clorox
 19 against the Individual Defendants. *Id.* ¶ 3.

20 3. On December 22, 2006, Clorox moved to dismiss the Amended Complaint
 21 pursuant to Federal Rules of Civil Procedure 23.1 and 41(b), approximately one month before the
 22 January 19, 2007 response deadline established by the parties' stipulation, which this Court
 23 granted on December 6, 2006. *Id.* ¶ 4.

24 4. On January 10, 2007, this Court granted the parties' stipulation extending the time
 25 for plaintiffs to respond to Clorox's motion to dismiss and extending the time for the Individual
 26

27 ¹ Citations to the "Eth Declaration" are to the Declaration of Jordan Eth (see Docket Item No. 17)
 28 that is being filed concurrently with and in support of this Stipulation pursuant to the
 requirements of the Court's Standing Order.

1 Defendants to respond to the Amended Complaint unless and until thirty days after the Court
2 makes the threshold determinations that demand on the Clorox's Board of Directors is excused
3 and Plaintiff has standing pursuant to Federal Rule of Civil Procedure 23.1 to proceed with her
4 derivative claims on behalf of Clorox against the Individual Defendants. *Id.* ¶ 5; Docket Item No.
5 15.

6 5. Plaintiff has requested additional time to oppose Clorox's motion to dismiss and
7 Defendants are willing to provide Plaintiff additional time to oppose the motion, subject to the
8 Court's approval. Eth Decl. ¶ 6.

9 6. A Case Management Conference is presently scheduled for March 6, 2007. *Id.* ¶
10 7.

11 7. In light of the pendency of Clorox's motion to dismiss under Federal Rule of Civil
12 Procedure 23.1, the parties agree that it is premature to discuss the issues set forth in Federal
13 Rules of Civil Procedure 16 and 26, and believe that the ends of justice will be best served if the
14 Case Management Conference is not held unless and until 45 days after the Court rules that
15 Plaintiff has standing pursuant to Federal Rule of Civil Procedure 23.1 to proceed with her
16 derivative claims on behalf of Clorox against the Individual Defendants. *Id.* ¶ 8.

17 8. By entering into this Stipulation, the Specially-Appearing Defendants do not
18 waive, and expressly reserve, any jurisdictional defenses that they may have.

19 THEREFORE, the parties hereby stipulate, subject to the Court's approval, that:

20 1. Plaintiff shall file her opposition brief to Clorox's motion to dismiss, if any, on or
21 before April 10, 2007.

22 2. Clorox shall file its reply brief on or before May 8, 2007.

23 3. The hearing on Clorox's motion to dismiss shall be reset from March 27, 2007, to
24 May 22, 2007, at 9:30 a.m., or as soon thereafter as convenient for the Court.

25 4. The Case Management Conference presently scheduled for March 6, 2007, shall
26 not be held unless and until 45 days after the Court rules that Plaintiff has standing pursuant to
27 Federal Rule of Civil Procedure 23.1 to proceed with her derivative claims on behalf of Clorox
28 against the Individual Defendants.

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2 Dated: February 7, 2007

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By: /s/ Jordan Eth [e-filing signature]

Attorneys for Nominal Defendant The Clorox Company; Defendants Daniel Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe

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18 DATED: February 7, 2007
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By: /s/ Marc M. Umeda [e-filing signature]

Attorneys for Plaintiff

1 **[PROPOSED] ORDER**

2 On the stipulation of the parties, and good cause appearing,

3

4 IT IS SO ORDERED this 12th Day of February, 2007.



5 Honorable Martin J. Jenkins
6 UNITED STATES DISTRICT COURT JUDGE
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ECF ATTESTATION

I, Mark Foster, am the ECF User whose ID and Password are being used to file this:

**STIPULATION AND [PROPOSED] ORDER (1) EXTENDING TIME FOR
PLAINTIFF TO OPPOSE THE CLOROX COMPANY'S MOTION TO DISMISS
AND (2) RESCHEDULING THE CASE MANAGEMENT CONFERENCE.**

In compliance with General Order 45, X.B., I hereby attest that Jordan Eth and Marc M. a have concurred in this filing.

DATED: February 7, 2007

MORRISON & FOERSTER LLP

By: /s/ Mark Foster [e-filing signature]